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July 31 2015

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Supplement to Security Agreement dated as of 7/31/15

Collateral Agent: Deutsche Bank Trust Company Americas
60 Wall Street, 16th Floor
New York, NY 10005

Borrower: PBF Rail Logistics Company LLC
1 Sylvan Way, 2nd Floor
Parsippany, NJ 07054

Equipment: 313, Tank Cars - Attached
DPRX 258667-259016 NI

Please record this agreement as a secondary document to STB Recordation #31270. The filing fee of \$43 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

**MEMORANDUM OF
SUPPLEMENT TO SECURITY AGREEMENT**

made by

PBF RAIL LOGISTICS COMPANY LLC

in favor of

DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Agent

This MEMORANDUM OF SUPPLEMENT TO SECURITY AGREEMENT, dated as of July 31, 2015, is made by PBF RAIL LOGISTICS COMPANY LLC, a Delaware limited liability company (the "Borrower"), and DEUTSCHE BANK TRUST COMPANY AMERICAS, in its capacity as Collateral Agent (the "Collateral Agent") for the Secured Parties referred to in the Security Agreement (referred to below).

WHEREAS, the Borrower and the Collateral Agent, together with other parties, entered into that certain Security Agreement dated as of March 26, 2014 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), which secures, among other things, (a) all of the Secured Obligations under that certain Loan Agreement dated as of March 26, 2014 (as amended, supplemented or otherwise modified from time to time, the "Loan Agreement"), among the Borrower, the Collateral Agent, the banks and other lending institutions from time to time party thereto (each a "Lender" and, collectively, the "Lenders"), the Administrative Agent, the Lead Arranger, the Syndication Agent, and the Co-Documentation Agents referred to in the Loan Agreement, and (b) all of the obligations of the Borrower under the Loan Agreement and under the other Loan Documents. Unless the context otherwise requires, all capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Security Agreement or in the Loan Agreement.

WHEREAS, in regard to the Security Agreement, a Memorandum of Security Agreement was recorded with the Surface Transportation Board (the "STB") on June 27, 2014, under Recordation No. 31270; and Memoranda of Supplement to Security Agreement were recorded with the STB on August 7, 2014, under Recordation No. 31270-A, September 30, 2014, under Recordation No. 31270-B, October 17, 2014, under Recordation No. 31270-C, December 29, 2014, under Recordation No. 31270-D, January 26, 2015, under Recordation No. 31270-F, and June 2, 2015, under Recordation No. 31270-H, respectively.

WHEREAS, in further regard to the Security Agreement, Partial Terminations of Security Interest were recorded with the STB on December 31, 2014, under Recordation No. 31270-E, March 26, 2015, under Recordation No. 31270-G, and June 29, 2015, under Recordation No. 31270-I, respectively.

WHEREAS, by an additional Security Agreement Supplement dated as of July 31, 2015, the Borrower grants to the Collateral Agent for the benefit of the Secured Parties a security interest in, and the Borrower pledges and assigns to the Collateral Agent for the benefit of the Secured Parties, a first priority security interest (the "Security Interest") in all Pledged Railcars of the Borrower, including the "Additional Railcars" listed on Schedule A attached hereto, and all the Additional Railcars to be listed on other Security Agreement Supplements, and all Assigned Agreements, including, without limitation, the TSA listed on Schedule A, and all Proceeds therefrom.

WHEREAS, the parties, by executing this Memorandum and causing it to be recorded with the appropriate governmental authorities desire to provide public notice of the Security Interest.

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due company and corporate authority has caused this Memorandum of Supplement to Security Agreement to be executed in its respective company or corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. §1746 under penalty of perjury, that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

[Remainder of Page Intentionally Blank, Signature Pages Follow]

"Borrower"

PBF Rail Logistics Company LLC

By: [Signature]
Name: John E. Luke
Title: Treasurer

State of New Jersey)
County of Morris) ss

On this 30th day of July, 2015, before me, the undersigned Notary Public in and for said County and State, personally appeared John E. Luke, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/~~she~~ executed the same in his/her authorized capacity, and that by his/~~her~~ signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
Notary Public

(Seal)

Notary Name: EVELYN VERDON
My Commission Expires: 3/14/2018
A Notary Public of New Jersey

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

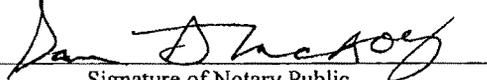
STATE OF CALIFORNIA
COUNTY OF ORANGE

On **July 29, 2015** before me, **Sammi S. McKoy**, a Notary Public, personally appeared **Jennifer Van Dyne and David J. McGuire**, who proved to me on the basis of satisfactory evidence to be the persons whose names **are** subscribed to the within instrument and acknowledged to me that **they** executed that same in **their** authorized capacities, and that by **their** signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.
(SEAL)




Signature of Notary Public

Schedule A

The Additional Railcars, being Three Hundred Thirteen (313) Tank Cars manufactured by and purchased from Trinity Tank Car, Inc., and having the following Car Marks and Car Numbers:

<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>
DPRX	258667	DPRX	258739	DPRX	258782
DPRX	258670	DPRX	258740	DPRX	258783
DPRX	258675	DPRX	258741	DPRX	258784
DPRX	258677	DPRX	258742	DPRX	258785
DPRX	258692	DPRX	258743	DPRX	258786
DPRX	258697	DPRX	258744	DPRX	258788
DPRX	258698	DPRX	258745	DPRX	258789
DPRX	258700	DPRX	258746	DPRX	258790
DPRX	258702	DPRX	258747	DPRX	258792
DPRX	258703	DPRX	258748	DPRX	258793
DPRX	258705	DPRX	258749	DPRX	258794
DPRX	258706	DPRX	258750	DPRX	258795
DPRX	258708	DPRX	258751	DPRX	258796
DPRX	258709	DPRX	258752	DPRX	258797
DPRX	258710	DPRX	258753	DPRX	258798
DPRX	258711	DPRX	258754	DPRX	258799
DPRX	258712	DPRX	258755	DPRX	258800
DPRX	258713	DPRX	258756	DPRX	258801
DPRX	258714	DPRX	258757	DPRX	258802
DPRX	258715	DPRX	258758	DPRX	258803
DPRX	258716	DPRX	258760	DPRX	258804
DPRX	258717	DPRX	258762	DPRX	258805
DPRX	258720	DPRX	258763	DPRX	258806
DPRX	258721	DPRX	258764	DPRX	258807
DPRX	258723	DPRX	258765	DPRX	258808
DPRX	258724	DPRX	258766	DPRX	258809
DPRX	258725	DPRX	258767	DPRX	258810
DPRX	258726	DPRX	258768	DPRX	258811
DPRX	258727	DPRX	258769	DPRX	258812
DPRX	258728	DPRX	258770	DPRX	258813
DPRX	258729	DPRX	258771	DPRX	258814
DPRX	258730	DPRX	258772	DPRX	258815
DPRX	258731	DPRX	258773	DPRX	258816
DPRX	258732	DPRX	258774	DPRX	258817
DPRX	258733	DPRX	258775	DPRX	258818
DPRX	258734	DPRX	258776	DPRX	258819
DPRX	258735	DPRX	258777	DPRX	258820
DPRX	258736	DPRX	258778	DPRX	258821
DPRX	258737	DPRX	258779	DPRX	258822
DPRX	258738	DPRX	258781	DPRX	258823

Schedule A (continued)

<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>
DPRX	258824	DPRX	258864	DPRX	258904
DPRX	258825	DPRX	258865	DPRX	258905
DPRX	258826	DPRX	258866	DPRX	258906
DPRX	258827	DPRX	258867	DPRX	258907
DPRX	258828	DPRX	258868	DPRX	258908
DPRX	258829	DPRX	258869	DPRX	258909
DPRX	258830	DPRX	258870	DPRX	258910
DPRX	258831	DPRX	258871	DPRX	258911
DPRX	258832	DPRX	258872	DPRX	258912
DPRX	258833	DPRX	258873	DPRX	258913
DPRX	258834	DPRX	258874	DPRX	258914
DPRX	258835	DPRX	258875	DPRX	258915
DPRX	258836	DPRX	258876	DPRX	258916
DPRX	258837	DPRX	258877	DPRX	258917
DPRX	258838	DPRX	258878	DPRX	258918
DPRX	258839	DPRX	258879	DPRX	258919
DPRX	258840	DPRX	258880	DPRX	258920
DPRX	258841	DPRX	258881	DPRX	258921
DPRX	258842	DPRX	258882	DPRX	258922
DPRX	258843	DPRX	258883	DPRX	258923
DPRX	258844	DPRX	258884	DPRX	258924
DPRX	258845	DPRX	258885	DPRX	258925
DPRX	258846	DPRX	258886	DPRX	258926
DPRX	258847	DPRX	258887	DPRX	258927
DPRX	258848	DPRX	258888	DPRX	258928
DPRX	258849	DPRX	258889	DPRX	258929
DPRX	258850	DPRX	258890	DPRX	258930
DPRX	258851	DPRX	258891	DPRX	258931
DPRX	258852	DPRX	258892	DPRX	258932
DPRX	258853	DPRX	258893	DPRX	258933
DPRX	258854	DPRX	258894	DPRX	258934
DPRX	258855	DPRX	258895	DPRX	258935
DPRX	258856	DPRX	258896	DPRX	258936
DPRX	258857	DPRX	258897	DPRX	258937
DPRX	258858	DPRX	258898	DPRX	258938
DPRX	258859	DPRX	258899	DPRX	258939
DPRX	258860	DPRX	258900	DPRX	258940
DPRX	258861	DPRX	258901	DPRX	258941
DPRX	258862	DPRX	258902	DPRX	258942
DPRX	258863	DPRX	258903	DPRX	258943

Schedule A (continued)

<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>
DPRX	258944	DPRX	258984
DPRX	258945	DPRX	258985
DPRX	258946	DPRX	258986
DPRX	258947	DPRX	258987
DPRX	258948	DPRX	258988
DPRX	258949	DPRX	258989
DPRX	258950	DPRX	258990
DPRX	258951	DPRX	258991
DPRX	258952	DPRX	258992
DPRX	258953	DPRX	258993
DPRX	258954	DPRX	258994
DPRX	258955	DPRX	258995
DPRX	258956	DPRX	258996
DPRX	258957	DPRX	258997
DPRX	258958	DPRX	258998
DPRX	258959	DPRX	258999
DPRX	258960	DPRX	259000
DPRX	258961	DPRX	259001
DPRX	258962	DPRX	259002
DPRX	258963	DPRX	259003
DPRX	258964	DPRX	259004
DPRX	258965	DPRX	259005
DPRX	258966	DPRX	259006
DPRX	258967	DPRX	259007
DPRX	258968	DPRX	259008
DPRX	258969	DPRX	259009
DPRX	258970	DPRX	259010
DPRX	258971	DPRX	259011
DPRX	258972	DPRX	259012
DPRX	258973	DPRX	259013
DPRX	258974	DPRX	259014
DPRX	258975	DPRX	259015
DPRX	258976	DPRX	259016
DPRX	258977		
DPRX	258978		
DPRX	258979		
DPRX	258980		
DPRX	258981		
DPRX	258982		
DPRX	258983		

The TSA, being that certain Transportation Services Agreement dated as of March 26, 2014, by and between PBF Rail Logistics Company LLC, a Delaware limited liability company, and PBF Holding Company LLC, a Delaware limited liability company, as amended, restated, extended, supplemented or otherwise modified in writing from time to time.